

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: DOMESTIC DRYWALL ANTITRUST LITIGATION	MDL No. 2437 13-MD-2437
THIS DOCUMENT RELATES TO: ALL DIRECT PURCHASER ACTIONS	Hon. Michael M. Baylson

**DIRECT PURCHASER PLAINTIFFS' MOTION FOR PRELIMINARY
APPROVAL OF PROPOSED JOINT SETTLEMENT WITH
AMERICAN GYPSUM COMPANY LLC, EAGLE MATERIALS INC.,
NEW NGC, INC., AND PABCO BUILDING PRODUCTS, LLC, PRELIMINARY
APPROVAL OF THE DISTRIBUTION PLAN, AND
AUTHORIZATION TO DISSEMINATE NOTICE**

Pursuant to Rule 23(e) of the Federal Rules of Civil Procedure, Direct Purchaser Plaintiffs Sierra Drywall Systems, Inc., Janicki Drywall, Inc., New Deal Lumber & Millwork Co., and Grubb Lumber Co., Inc. (collectively, "Plaintiffs") hereby move for an Order granting preliminary approval of the joint settlement reached between Plaintiffs and Defendants American Gypsum Company LLC, Eagle Materials Inc., New NGC, Inc., and PABCO Building Products, LLC (collectively, the "Settling Defendants"). The settlement terms are memorialized in the Joint Settlement Agreement entered into by the parties on December 29, 2017.

Plaintiffs respectfully move for a Preliminary Approval Order:

1. certifying the Joint Settlement Class;

2. finding that the proposed settlement with Settling Defendants is sufficiently fair, reasonable, and adequate to allow dissemination of notice of the settlement to potential members of the Joint Settlement Class;¹
3. finding that the proposed plan of distribution is sufficiently fair, reasonable, and adequate to allow dissemination of notice to potential members of the Combined Settlement Class;
4. approving Kurtzman Carson Consultants LLC to serve as settlement administrator for the purpose of issuing notice;

¹ The proposed Joint Settlement Class is defined as all persons or entities that purchased Wallboard in the United States during the period January 1, 2012 through December 31, 2013 directly from (a) USG Corporation, United States Gypsum Company, CertainTeed Gypsum, Inc., New NGC, Inc., Lafarge North America Inc., Eagle Materials Inc., American Gypsum Company LLC, PABCO Building Products, LLC, TIN Inc., or Georgia Pacific LLC (collectively, the “Wallboard Manufacturers”); and/or (b) L&W Supply Corporation or any of its subsidiaries or affiliates (collectively, “L&W”). Excluded from the Settlement Class are Wallboard Manufacturers, along with each of their respective parent companies, subsidiaries, and affiliates (including, without limitation, Pacific Coast Supply, LLC and L&W), and federal governmental entities and instrumentalities of the federal government and any judicial officer presiding over the Action, and any member of his or her immediate family and judicial staff.

As such, the proposed Joint Settlement Class encompasses the Certified Direct Purchaser Class (“the Litigation Class”) in the Court’s Order dated August 23, 2017 (ECF No. 631). Notice of the class certification decision has not yet been disseminated to potential members of the Litigation Class. To conserve resources and reduce the possibility of confusion, Plaintiffs propose sending a single Notice advising potential members of the Joint Settlement Class of both the Court’s certification decision and the Joint Settlement Agreement. Because the Notices also include information about the distribution of funds from the prior settlements with USG, TIN, and Lafarge, the mailed notice will also be directed to all members of those settlement classes. The USG, TIN, Lafarge, and Joint Settlement Classes are collectively referred to as the Combined Settlement Class.

5. approving the mailed and publication forms of notice of the Court's class certification decision, of the Joint Settlement Agreement, and of the plan of distribution (the "Notices");²
6. directing dissemination of the Notices and maintaining the existing *Drywall* website;
7. establishing a deadline for filing a motion for final approval of the Joint Settlement, as well as all briefs and materials in support of the proposed plan of distribution and the request for fees, costs, and service awards for the class representatives;
8. establishing a deadline for seeking exclusion from the Joint Settlement Class;
9. establishing deadlines for filing any objections to the Joint Settlement, the proposed plan of distribution, and/or the request for fees, costs, and service awards, as well as responses thereto; and
10. scheduling a hearing on final approval of the Joint Settlement, proposed plan of distribution, and the request for fees, costs, and service awards.

This motion is made on the ground that the Joint Settlement and the proposed plan of distribution are sufficiently fair, reasonable, and adequate to allow dissemination of notice, thereby satisfying the requirements of Rule 23(e) of the Federal Rules of Civil Procedure. In support of this Motion, Plaintiffs respectfully submit their Memorandum in Support of Direct Purchaser Plaintiffs' Motion for Preliminary Approval of the Proposed Joint Settlement, Preliminary Approval of the Distribution Plan, and Authorization to Disseminate Notice.

² The Settlement Agreement and the mailed and publication forms of Notice are annexed as Exhibits "A", "C" and "D" respectively to the Memorandum accompanying this Motion.

Dated: January 19, 2018

Respectfully submitted,

/s/ H. Laddie Montague, Jr.

H. Laddie Montague, Jr.
Eric L. Cramer
Ruthanne Gordon
Michael C. Dell'Angelo
Candice Enders
BERGER & MONTAGUE, P.C.
1622 Locust Street
Philadelphia, PA 19103
Tel: (215) 875-3000
Email: hlmontague@bm.net
ecramer@bm.net
rgordon@bm.net
mdellangelo@bm.net
cenders@bm.net

/s/ Kit A. Pierson

Kit A. Pierson
Brent W. Johnson
David A. Young
COHEN MILSTEIN SELLERS & TOLL PLLC
1100 New York Ave., NW, Suite 500
Washington, DC 20005
Tel: (202) 408-4600
Email: kpierson@cohenmilstein.com
bjohnson@cohenmilstein.com
dyoung@cohenmilstein.com

/s/ Jeffrey J. Corrigan

Eugene A. Spector
Jeffrey J. Corrigan
Rachel E. Kopp
Jeffrey L. Spector
SPECTOR ROSEMAN
& KODROFF, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Tel: (215) 496-0300
Email: espector@srkattorneys.com
jcorrigan@srkattorneys.com
rkopp@srkattorneys.com
jspector@srkattorneys.com

Co-Lead Counsel for Direct Purchaser Plaintiffs and the Class

CERTIFICATE OF SERVICE

I hereby certify that on January 19, 2018, I caused to be served on all counsel of record via ECF, a true and correct copy of the foregoing Direct Purchaser Plaintiffs' Motion for Preliminary Approval of Proposed Settlement with American Gypsum Company LLC, Eagle Materials Inc., New NGC, Inc., and PABCO Building Products, LLC, Preliminary Approval of the Distribution Plan, and Authorization to Disseminate Notice, along with the accompanying memorandum in support of the motion and exhibits.

/s/ Candice J. Enders
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